

EXTRAORDINARY GENERAL MEETING POLLING RESULTS

Following are the polling results for all the resolutions put forward for determination to the shareholders attending the Extraordinary General Meeting of Credit Bank PLC held on 19th December 2025 at 10:00AM by virtual means.

	RESOLUTION	Voted in Favor	% In Favor	Voted Against	% Against	Abstained	% Abstained	RESULT
1.	ISSUE OF SHARES BY PRIVATE PLACEMENT To consider the following ordinary resolutions:							
	THAT: i. Pursuant to the provisions of the Companies Act, 2015, and the Company's Articles of Association, and subject to all regulatory approvals the Company be and is hereby authorized to issue and allot up to 45,000,000 (Forty Five Million) ordinary shares of KES 100/= each, at par to raise up to KES 4,500,000,000 (Kenya Shillings Four Billion Five Hundred Million), by way of a private placement to existing shareholders and qualified investors.	19,733,993	99.976%	839	0.004%	3,948	0.020 %	PASSED
	ii. The private placement shall be undertaken in accordance with the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, and shall not constitute a public offer of shares.	19,714,129	99.875%	10,342	0.052%	14,309	0.073%	PASSED
	iii. The Board of Directors be and is hereby authorized to determine and approve the detailed terms and conditions of the private placement, including pricing, timing, and allocation of shares, and to do all acts and things necessary to give effect to this resolution.	19,723,288	99.922%	4,138	0.021%	11,354	0.058%	PASSED
	iv. The Board is further authorized to appoint professional advisors, sign all necessary agreements, make regulatory filings, and take all necessary steps to implement the private placement.	19,701,934	99.814%	9,540	0.048%	27,306	0.138%	PASSED
	v. The proceeds of the issue shall be applied towards improvement of the Bank's capital.	19,719,767	99.904%	8,187	0.041%	10,826	0.055%	PASSED

	RESOLUTION	Voted in favor	% In Favor	Voted Against	% Against	Abstained	% Abstained	RESULT
2.	<p>CREATION OF PREFERENCE SHARES</p> <p>To consider the following ordinary resolution:</p> <p>THAT:</p> <p>Subject to compliance with all regulatory approvals, the Company be and is hereby authorized to create a new class of shares to be designated as Preference Shares of up to KES 3,000,000,000 (Kenya Shillings Three Billion), with such rights, privileges, preferences and restrictions as may be determined by the Board of Directors in accordance with applicable law and the Company's Articles of Association and the Board of Directors be authorized to negotiate, determine and approve the specific terms and conditions attaching to the Preference Shares, including (but not limited to) dividend rights, priority on winding-up, redemption terms, conversion features, voting rights (if any), and issue price.</p>	19,703,589	99.822%	14,617	0.074%	20,574	0.104%	PASSED
3.	<p>ASSET SHARE SWAP</p> <p>To consider and if thought fit to pass the following Ordinary Resolutions:</p> <p>THAT:</p> <p>i. Subject to all regulatory approvals, the Company be and is hereby authorized to acquire from Shangrilas Villas Co. Ltd the parcel of land known as LR Numbers 37/748 & 749 located on Kiambere Road, Upper hill, Nairobi City County (the Asset) at a value not exceeding KES 1,200,000,000/= (Kenya Shillings One Billion, Two Hundred Million only) as supported by a valuation dated 19th May 2025 in exchange for the allotment and issuance of up to 12,000,000 (Twelve Million) ordinary shares of KES 100/= (Kenya Shillings One Hundred) each in the capital of the Company, to be issued as fully paid.</p> <p>ii. The consideration for the said shares shall be the transfer and vesting of the Asset in favor of the Company, free from all encumbrances.</p> <p>iii. The valuation of the Assets and the share consideration has been reviewed and approved by the Board.</p> <p>iv. The Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, and things that may be necessary or expedient to give effect to this resolution, including the execution of all relevant agreements, instruments, and filings with the Registrar of Companies.</p>	12,275,089	62.188%	7,357,415	37.274%	106,276	0.538%	PASSED
		12,301,410	62.321%	7,335,349	37.162%	102,021	0.517%	PASSED
		12,347,255	62.554%	7,350,785	37.240%	40,740	0.206%	PASSED
		12,303,324	62.331%	7,331,806	37.144%	103,650	0.525%	PASSED

	RESOLUTION	Voted in favor	% In favor	Voted Against	% Against	Abstained	% Abstained	RESULT
4.	AUTHORIZATION TO ISSUE CONVERTIBLE NOTE. To consider and if thought fit to pass the following Ordinary Resolutions: THAT: Subject to obtaining all necessary regulatory approvals, the Company be and is hereby authorized to issue a convertible note in the amount of USD 1,500,000 (United States Dollars One Million Five Hundred Thousand) to ShoreCap III LP, with a maturity period of not less than five (5) years, thereby qualifying as supplementary capital. The note shall bear interest at the rate of 6% per annum, payable semi-annually with the following terms: i. Right of Conversion The holder of the note shall be entitled, at its sole discretion, to convert all or part of the outstanding principal and any accrued but unpaid interest into ordinary shares of the Company, having a par value of KES 100/= (Kenya Shillings One Hundred) per share. Any portion of the note not converted shall continue to be governed by the terms of the note and shall remain payable upon maturity.	19,722,391	99.917%	10,630	0.054%	5,759	0.029%	PASSED
	ii. Conversion Price The conversion shall be affected at the book value per share as reflected in the most recent audited financial statements of the Company as approved by the shareholders at a General Meeting of the Company, provided that the conversion price shall not be below par value and shall comply with provision iii. below.	19,728,091	99.946%	3,872	0.020%	6,817	0.035%	PASSED
	iii. Conversion Price Cap The conversion price shall not exceed the price at which shares may have been issued to any other member of the Company during the tenure of the convertible note.	19,717,137	99.891%	11,490	0.058%	10,153	0.051%	PASSED

The polling results provided by C&R Group on 19th December, 2025

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Credit Bank PLC is Regulated by the Central Bank of Kenya